

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION

IN RE REGIONS MORGAN KEEGAN
SECURITIES, DERIVATIVE & ERISA
LITIGATION

No. 09-md-02009-SHM

This Document Relates to:

*In re Regions Morgan Keegan Closed-End
Fund Litigation,*

No. 07-cv-02830-SHM-dkv

**CERTIFICATE OF CONSULTATION WITH RESPECT
TO PLAINTIFFS' MOTION FOR FINAL APPROVAL OF
PROPOSED SETTLEMENT AND PLAN OF ALLOCATION OF
NET SETTLEMENT FUND AND FOR FINAL CLASS CERTIFICATION**

Pursuant to Local Rule 7.2(a)(1)(B), the undersigned counsel for Lead Plaintiffs and the Class certifies that he has consulted with the following counsel for all Defendants by e-mail concerning the relief sought in Plaintiffs' Motion for Final Approval of Proposed Settlement and Plan of Allocation of Net Settlement Fund and for Final Class Certification: Britt K. Latham, Esq., counsel for Defendants Morgan Keegan & Co., Inc. and MK Holding, Inc.; Peter S. Fruin, Esq., counsel for Defendants Regions Financial Corporation and Morgan Asset Management, Inc. (n/k/a Regions Investment Management, Inc.); Kevin Logue, Esq., counsel for Defendants Helios Advantage Income Fund, Inc., Helios High Income Fund, Inc., Helios Multi-Sector High Income Fund, Inc., and Helios Strategic Income Fund, Inc. (f/k/a RMK Advantage Income Fund, Inc., RMK High Income Fund, Inc., RMK Multi-Sector High Income Fund, Inc., and RMK Strategic Income Fund, Inc., respectively); S. Lawrence Polk, Esq., counsel for Defendants Allen

B. Morgan, Jr., J. Kenneth Alderman, Brian B. Sullivan, Joseph T. Weller, and James C. Kelsoe, Jr.; and R. Hal Meeks, Esq., counsel for Defendant Carter E. Anthony.

Counsel for Defendants have indicated that they do not oppose the relief sought in this motion concerning final approval of the Settlement and class certification, and that they take no position regarding the Plan of Allocation.

Dated: March 8, 2013

/s/ David J. Goldsmith
DAVID J. GOLDSMITH